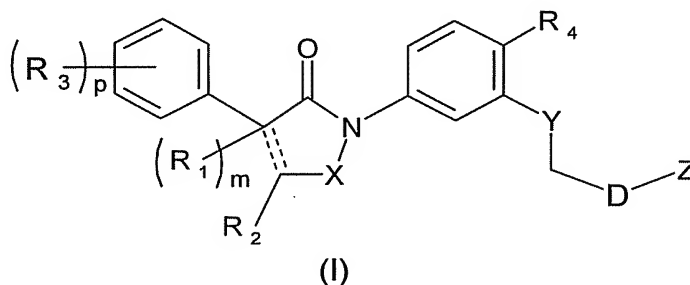


**Amendments to the Claims:**

This listing of claims will replace all prior versions, and listings, of claims in the application:

**Listing of Claims:**

1. (Currently amended): A compound of formula (I) or a pharmaceutically acceptable salt thereof:



wherein:

R<sub>1</sub> is hydrogen, hydroxy, fluoro, chloro, C<sub>1</sub>-6alkyl, C<sub>3</sub>-7cycloalkyl, C<sub>3</sub>-7cycloalkyloxy, C<sub>1</sub>-6alkoxy or haloC<sub>1</sub>-6alkoxy;

m is 0 when ----- is a double bond and m is 1 when ----- is a single bond;

R<sub>2</sub> is hydrogen, halogen, cyano, nitro, C<sub>1</sub>-6alkyl, C<sub>3</sub>-7cycloalkyl, C<sub>3</sub>-7cycloalkyloxy, haloC<sub>1</sub>-6alkyl, C<sub>1</sub>-6alkoxy, haloC<sub>1</sub>-6alkoxy, C<sub>1</sub>-6alkylthio, amino, mono- or di-C<sub>1</sub>-6alkylamino or an N-linked 4 to 7 membered heterocyclic group;

X is ~~-(CH<sub>2</sub>-CH<sub>2</sub>)-, (CH=CH)-, (CH<sub>2</sub>)<sub>3</sub>-, C(CH<sub>3</sub>)<sub>2</sub>-, (CH=CH-CH<sub>2</sub>)-, (CH<sub>2</sub>-CH=CH)- or a group~~ -(CHR<sub>5</sub>)- wherein R<sub>5</sub> is hydrogen, halogen, hydroxy, cyano, nitro, C<sub>1</sub>-6alkyl, C<sub>3</sub>-7cycloalkyl, C<sub>3</sub>-7cycloalkyloxy, haloC<sub>1</sub>-6alkyl, C<sub>1</sub>-6alkoxy, haloC<sub>1</sub>-6alkoxy or C<sub>1</sub>-6alkylthio;

R<sub>3</sub> is halogen, cyano, C<sub>1</sub>-6alkyl, C<sub>3</sub>-7cycloalkyl, C<sub>3</sub>-7cycloalkyloxy, C<sub>1</sub>-6alkoxy, C<sub>1</sub>-6alkylthio, hydroxy, amino, mono- or di-C<sub>1</sub>-6alkylamino, an N-linked 4 to 7 membered heterocyclic group, nitro, haloC<sub>1</sub>-6alkyl, haloC<sub>1</sub>-6alkoxy, aryl, arylC<sub>1</sub>-6alkyl, arylC<sub>1</sub>-6alkyloxy, arylC<sub>1</sub>-6alkylthio or COOR<sub>6</sub>, CONR<sub>7</sub>R<sub>8</sub> or COR<sub>9</sub> wherein R<sub>6</sub>, R<sub>7</sub>, R<sub>8</sub> and R<sub>9</sub> are independently hydrogen or C<sub>1</sub>-6alkyl;

p is 0, 1 or 2 or 3;

R<sub>4</sub> is ~~hydrogen, halogen, hydroxy, cyano, nitro, C<sub>1</sub>-6alkyl, C<sub>1</sub>-6alkanoyl, C<sub>3</sub>-7cycloalkyl, C<sub>3</sub>-7cycloalkyloxy, haloC<sub>1</sub>-6alkyl, or C<sub>1</sub>-6alkoxy, haloC<sub>1</sub>-6alkoxy,~~

~~C<sub>1-6</sub>alkylthio, amino, mono- or di-C<sub>1-6</sub>alkylamino or an N-linked 4 to 7 membered heterocyclic group;~~

Y is oxygen, sulfur, -CH<sub>2</sub>- or NR<sub>10</sub> wherein R<sub>10</sub> is hydrogen or C<sub>1-6</sub>alkyl;

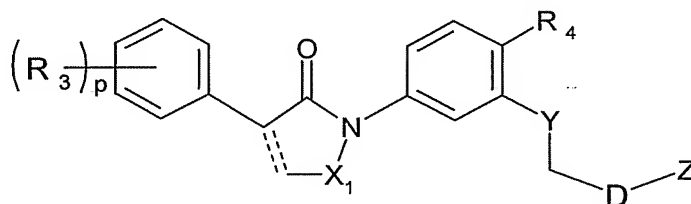
D is a single bond, -CH<sub>2</sub>-, -(CH<sub>2</sub>)<sub>2</sub>- or -CH=CH-; and

Z is an optionally substituted C-linked 4 to 7 membered heterocyclic group containing at least one nitrogen, an optionally substituted N-linked 4 to 7 membered heterocyclic group, or Z is -NR<sub>11</sub>R<sub>12</sub> where R<sub>11</sub> and R<sub>12</sub> are independently hydrogen or C<sub>1-6</sub>alkyl.

2. (Original): A compound as claimed in claim 1, wherein X is -CH<sub>2</sub>-.

3. (Previously presented): A compound as claimed in claim 1, wherein when ----- is a single bond, R<sub>1</sub> is hydrogen, hydroxy or C<sub>1-6</sub>alkoxy.

4. (Previously presented): A compound as claimed in claim 1 having the following formula (Ia):



(Ia)

wherein R<sub>3</sub>, p, R<sub>4</sub>, Y, D, Z, ----- are as defined in claim 1 and X<sub>1</sub> is -CH<sub>2</sub>- or -HC(OH)-.

5. (Currently amended): A compound as claimed in claim 1, wherein p is 1 or 2 and R<sub>3</sub> is/are halogen, ~~particularly chloro or fluoro~~, attached at the 3 or the 3,4-positions of the phenyl ring.

6. (Currently amended): A compound as claimed in claim 1, wherein R<sub>4</sub> is C<sub>1-6</sub>alkoxy (particularly methoxy), OCF<sub>3</sub>, ~~halogen or cyano~~.

7. (Previously presented): A compound as claimed in claim 1 wherein D is -CH<sub>2</sub>-.
8. (Previously presented): A compound as claimed in claim 1, wherein Y is oxygen.
9. (Previously presented): A compound as claimed in claim 1, wherein Z is an optionally substituted N-linked 4 to 7 membered heterocyclic group.
10. (Previously presented): A compound as claimed in claim 9, wherein Z is piperidyl.
11. (Currently amended): A compound as claimed in claim 1 which is:
- 3-(3,4-Dichloro-phenyl)-3-hydroxy-1-[4-methoxy-3-(2-piperidin-1-yl-ethoxy)-phenyl]-pyrrolidin-2-one;
- 3-(3,4-Dichloro-phenyl)-3-hydroxy-1-[4-methoxy-3-(2-morpholin-4-yl-ethoxy)-phenyl]-pyrrolidin-2-one;
- 3-(3,4-Dichloro-phenyl)-1-[4-methoxy-3-(2-piperidin-1-yl-ethoxy)-phenyl]-pyrrolidin-2-one;
- 1-[4-Chloro-3-(2-piperidin-1-yl-ethoxy)-phenyl]-3-(3,4-dichloro-phenyl)-pyrrolidin-2-one;
- 1-[4-Chloro-3-(2-piperidin-1-yl-ethoxy)-phenyl]-3-(3,4-dichloro-phenyl)-3-hydroxy-pyrrolidin-2-one;
- 3-(3,4-Dichloro-phenyl)-1-(4-methoxy-3-[2-(4-methyl-piperidin-1-yl)-ethoxy]-phenyl)-pyrrolidin-2-one;
- 3-(3,4-Dichloro-phenyl)-1-[4-methoxy-3-(2-piperidin-1-yl-ethoxy)-phenyl]-1,5-dihydro-pyrrol-2-one;
- 3-(3,4-Dichloro-phenyl)-1-[4-methoxy-3-(2-morpholin-4-yl-ethoxy)-phenyl]-1,5-dihydro-pyrrol-2-one;

1-[4-Chloro-3-(2-piperidin-1-yl-ethoxy)-phenyl]-3-(3,4-dichloro-phenyl)-1,5-dihydro-pyrrol-2-one;  
3-(3,4-Dichloro-phenyl)-1-[4-methoxy-3-(2-pyrrolidin-1-yl-ethoxy)-phenyl]-1,5-dihydro-pyrrol-2-one;  
3-(3-Fluoro-phenyl)-1-[4-methoxy-3-(2-piperidin-1-yl-ethoxy)-phenyl]-1,5-dihydro-pyrrol-2-one;  
3-(3,4-Dichloro-phenyl)-1-(-3-[2-(4,4-difluoro-piperidin-1-yl)-ethoxy]-4-methoxy-phenyl)-1,5-dihydro-pyrrol-2-one;  
3-(3-Fluoro-phenyl)-5-hydroxy-1-[4-methoxy-3-(2-piperidin-1-yl-ethoxy)-phenyl]-pyrrolidin-2-one;  
1-[4-Chloro-3-(2-piperidin-1-yl-ethoxy)-phenyl]-3-(3,4-dichloro-phenyl)-5-hydroxy-pyrrolidin-2-one;  
3-(3,4-Dichloro-phenyl)-1-(-3-[2-(4,4-difluoro-piperidin-1-yl)-ethoxy]-4-methoxy-phenyl)-5-hydroxy-pyrrolidin-2-one;  
3-(3-Fluoro-phenyl)-1-[4-methoxy-3-(2-piperidin-1-yl-ethoxy)-phenyl]-pyrrolidin-2-one;  
3-(3,4-Dichloro-phenyl)-1-[4-methoxy-3-(2-pyrrolidin-1-yl-ethoxy)-phenyl]-pyrrolidin-2-one;  
3-(3,4-Dichloro-phenyl)-1-[4-methoxy-3-(2-piperidin-1-yl-ethoxy)-phenyl]-3-methyl-pyrrolidin-2-one hydrochloride salt;  
3-(3-Chloro-phenyl)-1-{4-methoxy-3-[2-(4-methyl-piperidin-1-yl)-ethoxy]-phenyl}-1,5-dihydro-pyrrol-2-one hydrochloride salt;  
~~3-(3,4-Dichloro-phenyl)-1-[4-methoxy-3-(2-piperidin-1-yl-ethoxy)-phenyl]-3,4-dihydro-1H-pyridin-2-one;~~  
~~3-(3,4-Dichloro-phenyl)-1-[4-methoxy-3-(2-piperidin-1-yl-ethoxy)-phenyl]-piperidin-2-one;~~  
3-(3,4-Dichloro-phenyl)-1-(4-methoxy-3-[2-(4-methyl-piperidin-1-yl)-ethoxy]-phenyl)-3,4-dihydro-pyrrol-2-one;  
3-(3,4-Dichloro-phenyl)-1-(4-methoxy-3-[2-(4-methyl-piperidin-1-yl)-ethoxy]-phenyl)-4-methyl-1,5-dihydro-pyrrol-2-one;  
3-(4-Chloro-phenyl)-1-(4-methoxy-3-[2-(4-methyl-piperidin-1-yl)-ethoxy]-phenyl)-3,4-dihydro-pyrrol-2-one;

3-(4-Chloro-phenyl)-1-(4-methoxy-3-[2-piperidin-1-yl]-ethoxy)-phenyl)-3,4-dihydro-pyrrol-2-one;

3-(3,4-Dichloro-phenyl)-1-[4-methoxy-3-(piperidin-3-ylmethoxy)-phenyl]-pyrrolidin-one;

3-(3,4-Dichloro-phenyl)-1-[4-methoxy-3-(1-methyl-piperidin-3-ylmethoxy)-phenyl]-pyrrolidin-one;

~~*N* {4 [3 (3,4-dichlorophenyl) 2-oxo-2,5-dihydro-1*H*-pyrrol-1-yl] 2 [2 (1-piperidinyl)ethoxy]phenyl}acetamide;~~

~~*N* {4 [3 (3,4-dichlorophenyl) 2-oxo-pyrrolidin-1-yl] 2 [2 (1-piperidinyl)ethoxy]phenyl}acetamide;~~

3-(3,4-Dichloro-phenyl)-1-{4-methoxy-3-[2-(4-methyl)-piperidin-1-yl]-ethoxy}-phenyl}-3-methyl-pyrrolidin-2-one;

3-(3-Chloro-phenyl)-1-[4-methoxy-3-(2-piperidin-1-yl)-ethoxy]-phenyl]-pyrrolidin-2-one;

3-(3-Trifluoromethyl-phenyl)-1-[4-methoxy-3-(2-piperidin-1-yl)-ethoxy]-phenyl]-pyrrolidin-2-one;

3-(3-Trifluoromethyl-phenyl)-1-[4-methoxy-3-(2-piperidin-1-yl)-ethoxy]-phenyl]-1,5-dihydro-pyrrol-2-one;

3-(3-Chloro-phenyl)-5-methoxy-1-[4-methoxy-3-(2-piperidin-1-yl)-ethoxy]-phenyl]-pyrrolidin-2-one;

3-(3-Chloro-phenyl)-1-[4-methoxy-3-(2-piperidin-1-yl)-ethoxy]-phenyl]-1,5-dihydro-pyrrol-2-one;

3-(4-Fluoro-phenyl)-1-[4-methoxy-3-(2-piperidin-1-yl)-ethoxy]-phenyl]-1,5-dihydro-pyrrol-2-one;

3-(4-Fluoro-phenyl)-1-[4-methoxy-3-(2-piperidin-1-yl)-ethoxy]-phenyl]-pyrrolidin-2-one;

1-{4-Methoxy-3-[2-(4-methyl-piperidin-1-yl)-ethoxy]-phenyl}-3-(4-methyl-phenyl)-1,5-dihydro-pyrrol-2-one;

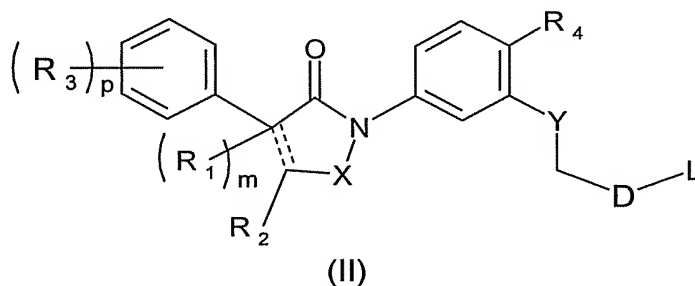
1-{4-Methoxy-3-[2-(piperidin-1-yl)-ethoxy]-phenyl}-3-(4-methyl-phenyl)-1,5-dihydro-pyrrol-2-one;


3-(4-Bromo-phenyl)-1-{4-methoxy-3-[2-(4-methyl-piperidin-1-yl)-ethoxy]-phenyl}-1,5-dihydro-pyrrol-2-one;

1-{4-Methoxy-3-[2-(4-methyl-piperidin-1-yl)-ethoxy]-phenyl}-3-(4-trifluoromethyl-phenyl)-1,5-dihydro-pyrrol-2-one;  
3-(2-Chloro-phenyl)-1-{4-methoxy-3-[2-(4-methyl-piperidin-1-yl)-ethoxy]-phenyl}-1,5-dihydro-pyrrol-2-one;  
3-(3,4-Dichloro-phenyl)-3-hydroxy-1-{4-methoxy-3-[2-(4-methyl-piperidin-1-yl)-ethoxy]-phenyl}-pyrrolidin-2-one;  
3-(3,4-Dichloro-phenyl)-3-fluoro-1-{4-methoxy-3-[2-(4-methyl-piperidin-1-yl)-ethoxy]-phenyl}-pyrrolidin-2-one;  
3-(3,4-Dichloro-phenyl)-1-{4-methoxy-3-[(1-methyl-pyrrolidin-2-yl)-methoxy]-phenyl}-pyrrolidin-2-one;  
3-(3,4-Dichloro-phenyl)-1-{4-methoxy-3-[(1-methyl-pyrrolidin-2-yl)-methoxy]-phenyl}-3,4-dihydro-pyrrol-2-one;  
or a pharmaceutically acceptable salt thereof.

12. (Currently amended): A process for the preparation of a compound as defined in claim 1, which process comprises:

(a) reacting a compound of formula (II):

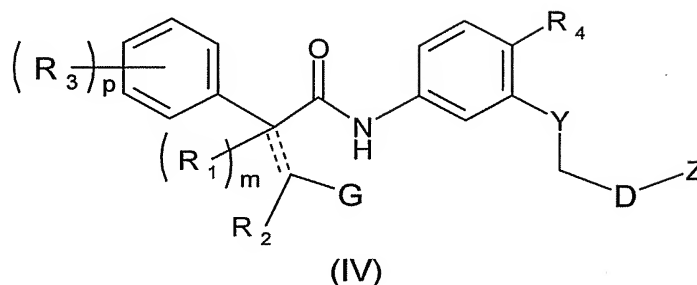


wherein R<sub>1</sub>, R<sub>2</sub>, R<sub>3</sub>, R<sub>4</sub>, m, p, X, , Y and D are as defined for formula (I), and L is a leaving group, with a compound of formula (III):

Z-H  
(III)

wherein Z is as defined for formula (I); or

(b) cyclising a compound of formula (IV):



wherein  $R_1$ ,  $R_2$ ,  $m$ ,  $R_3$ ,  $p$ ,  $R_4$ ,  $Y$ ,  $D$ ,  $Z$  and  $\text{-----}$  are as defined for formula (I) and  $G$  is a group  $-X=CH_2$ , wherein  $X$  is as defined for formula (I), dehydrogenated as required;

optionally followed by:

- removing any protecting groups; and/or
- converting ~~[[a]] the~~ compound of formula (I) into another compound of formula (I); and/or
- forming a pharmaceutically acceptable salt.

13. (Currently amended): A pharmaceutical composition comprising ~~[[a]] the~~ compound or salt as defined in claim 1 and a pharmaceutically acceptable carrier or excipient.

14. (Currently amended): A process for preparing a pharmaceutical composition as defined in claim 13, the process comprising mixing ~~a compound a the~~ compound or salt as defined in claim 1 and a pharmaceutically acceptable carrier or excipient.

Claims 15-18 (Canceled).

19. (Currently amended): A method of treatment of ~~depression and/or anxiety in a mammal including a human~~, which comprises administering to ~~[[the]]~~ a sufferer a therapeutically ~~safe and effective~~ amount of ~~[[a]]~~ the compound or salt as defined in claim 1.

Claims 20-21 (Canceled).

22. (New): A method of treatment of depression which comprises administering to a sufferer a therapeutically effective amount of a pharmaceutical composition comprising the compound or salt as defined in claim 1 and another compound which is a selective serotonin reuptake inhibitor or a noradrenaline reuptake inhibitor.